BHARATI SHIPYARD LIMITED

CIN: L61100MH1976PLC019092
Regd. Office: 302, Wakefield House, 3rd Floor, Sprott Road, Ballard Estate, Mumbai - 400001.
Website: www.bharatishipyard.com; Email: info@bharatishipyard.com
Tel: (022) 49666500 Fax: (022) 49666549/550

NOTICE OF POSTAL BALLOT

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014

To,
The Members,

NOTICE is hereby given to the Members pursuant to section 110 of the Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, that resolutions appended below in respect of;

(i) Alteration of Objects Clause of the Memorandum of Association by inserting the new sub clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association and

(ii) Change in Name of the company.

(iii) Alteration of Memorandum of Association due to change of name of the Company.

(iv) Alteration of Articles of Association due to change in the name of the Company.

are proposed to be passed as special resolutions through the postal ballot mechanism.

The Company is, therefore, seeking your consent for the said proposal by Special Resolutions in compliance with the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act 2013. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013 setting out the material facts and reasons thereof is annexed to the Notice for your consideration.

In compliance with the Listing Agreement and the provisions of section 110 of the Companies Act 2013 read with the Rules, the Company is pleased to provide Electronic Voting ("e-voting") facility as an alternate for its Members, to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through Postal Ballot form, the e-voting shall be considered by the Scrutinizer and the ballot form will be treated as invalid.

The Company has appointed Mr. U.A. Patel of Mumbai, an Advocate as the Scrutinizer for conducting the postal ballot process and e-voting in a fair and transparent manner.

The e-voting facility is available at the link https://www.evoting.nsdl.com. Please refer to the instructions for e-voting given at the back of the postal ballot form for the process and manner in which e-voting is to be carried.

Members opting to vote through Postal Ballot mode; i.e. sending the Postal Ballot Form duly signed by post, are requested to carefully read the instructions printed at the back of the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on 11/09/2015. Postal Ballot

Form received after this date will be strictly treated as if the reply from the shareholder has not been received.

The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny of the Postal Ballots received in electronic and Postal mode. The Chairman will announce the Results of the Postal Ballot on 15/09/2015. In the event the proposed Resolution is approved by requisite majority of Members, the date of passing of the said Resolutions will be 11th September, 2015.

The Results will be displayed at the Registered Office, besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed as well to the Depositories and Share Transfer Agents. The Results will also be displayed on the Company's website www.bharatishipyard.com and will be published in the Newspapers for the information of the Members.

1) Alteration of Objects Clause of the Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013 and approval of the members of the Company through Post Ballot mechanism, and further subject to all other necessary and required approvals, consents and permissions (if any), the main Objects clause of the Company's Memorandum of Association being Clause III (A) be and is hereby altered and the following clause numbered as Clause 4 be added after existing Clause 3 of Clause III (A) of the Main Objects Clause of the Company.

Clause 4 :
To undertake, engage in, conduct, carry on the business of manufacturing, building, repairing, refitting, inventing, experimenting, testing, originating, fabricating, sub-contracting, importing, exporting, dealing in, sale of all kind of vessels, warships, defense vessels including patrol vessels, gunboats, training vessels, frigates, destroyers, aircraft carriers, sub-marines, corvettes, landing platform docks, landing helicopter docks, advanced warships, radars, global positioning systems, sensors, all kinds of naval, land, air, space defense systems, homeland security systems, navigation systems, precision weapons, surveillance communication equipment, armaments, simulators, training systems, electronic, computer enabled/controlled, engines, propellers and other equipments used therein, mechanical/ electronic defense devices including but not limited to mines, guns & mortars (including self propelled), rockets, missiles & similar projectiles whether operated manually or remotely (with or without explosives), detonators, prototypes, assemblies, sub-assemblies, parts, components, accessories, fitments to any & all such devices / equipment, integration of weapon systems (including electronics/IT, fire control & sighting system integration), vehicles, military tanks, whether armoured or un-armoured, all types of engines, hydraulic machines, armaments, machine tools and machinery of any other description for use by armed forces including upgrades of weapon system, components & spares of the same and to provide service, maintenance, support for the same and to conduct all or any of the activities connected therewith."

"That the existing sub clauses of the Objects Incidental or Ancillary to the Attainment of the Main Objects Clause III (B) of the Memorandum of Association from 4 to 33 be renumbered as 5 to 34 after giving effect to changes referred in point I above."

"That the existing sub clauses of the Other Objects Clause III (C) of the Memorandum of Association from 34 to 51 be renumbered as 35 to 52 after giving effect to changes referred in clause III (A) above."

"RESOLVED FURTHER THAT Mr. P.C. Kapoor and Mr. Vijay Kumar – Managing Directors of the Company and Mr. V. Gopalakrishnan – President (Finance) & Company Secretary be and are hereby severally authorized to take steps to carry out the aforesaid alteration of Main Objects Clause of the Company including signing and filing of all the forms/applications as may be required under the provisions of Companies Act, 2013 and relevant and applicable rules as framed there under."

2) Change of Name of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT consequent upon the proposed change of the Main Objects Clause of the Company, and as per provisions of section 13 and all other applicable provisions (if any) of the Companies Act, 2013, and Rules framed there under subject to approval of Central Government and further subject to all other necessary and required approvals, consents and permissions (if any) , the approval of the members of the Company be and is hereby accorded to the change of the name of the Company from "BHARATI SHIPYARD LIMITED" to "**BHARATI DEFENCE AND INFRASTRUCTURE LIMITED"** made available by the Office of Registrar of Companies, Maharashtra – Mumbai."

"RESOLVED FURTHER THAT Mr. P.C. Kapoor and Mr. Vijay Kumar – Managing Directors of the Company and Mr. V. Gopalakrishnan – President (Finance) & Company Secretary be and are hereby severally authorized to take steps to carry out the aforesaid alteration of name of the Company due to proposed alteration of Main Objects Clause of the Company, including signing and filing of all the forms/applications as may be required under the provisions of Companies Act, 2013 and relevant and applicable rules as framed there under."

3) Alteration of Memorandum of Association of the Company, due to Change in the Name of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions (if any) of the Companies Act, 2013 and the applicable Rules framed there under, Clause I of the Memorandum of Association of the Company be and is hereby altered and the name BHARATI SHIPYARD LIMITED appearing therein be and is hereby deleted and replaced/substituted by the new name "BHARATI DEFENCE AND INFRASTRUCTURE LIMITED"

RESOLVED FURTHER THAT old/existing name BHARATI SHIPYARD LIMITED wherever appearing in the Memorandum of Association of the Company be and is hereby deleted and replaced by the new name "BHARATI DEFENCE AND INFRASTRUCTURE LIMITED".

"RESOLVED FURTHER THAT Mr. P.C. Kapoor and Mr. Vijay Kumar – Managing Directors of the Company and Mr. V. Gopalakrishnan – President (Finance) & Company Secretary be and are hereby severally authorized to take steps to carry out the aforesaid alteration of Memorandum of Association due to change in the name of the Company, due to alteration of Main Objects Clause of the Company, including signing and filing of all the forms/applications as may be required under the applicable provisions of Companies Act, 2013 and relevant and applicable rules as framed there under."

4) Alteration of Articles of Association of the Company, due to Change in the Name of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions (if any) of the Companies Act, 2013 and all the applicable Rules framed in the Articles of Association of the Company be altered and the name BHARATI SHIPYARD LIMITED appearing therein be deleted and replaced/substituted by the new name "BHARATI DEFENCE AND INFRASTRUCTURE LIMITED"

RESOLVED FURTHER THAT old/existing name BHARATI SHIPYARD LIMITED wherever appearing in the Articles of Association of the Company be deleted and replaced by the new name "BHARATI DEFENCE AND INFRASTRUCTURE LIMITED".

"RESOLVED FURTHER THAT Mr. P.C. Kapoor and Mr. Vijay Kumar – Managing Directors of the Company and Mr. V. Gopalakrishnan – President (Finance) & Company Secretary be and are hereby severally authorized to take steps to carry out the aforesaid alteration of Articles of Association due to change in the name of the Company, due to alteration of Main Objects Clause of the Company including signing and filing of all the forms/applications as may be required under the applicable provisions of Companies Act, 2013 and relevant and applicable rules as framed there under."

By Order of the Board of Directors

FOR BHARATI SHIPYARD LIMITED

Place: Mumbai
Date: 31st July, 2015

Sd/-
V. Gopalakrishnan
President (Finance) & Company Secretary

Notes:

1. The Notice and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.

2. The Notice is being sent to all the Members whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited **("NSDL")** and Central Depository Services (India) Limited **("CDSL")** as on 31st July, 2015.

3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members, inter-alia, through electronic means. Members, who have registered their e-mail IDs with depositories or with the Company, are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through speed post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form attached in the email or from the link www.evoting.nsdl.com or from the 'Investor Relations' section on the Company's website www.bharatishipyard.com and send the duly completed and signed form to the Scrutinizer on or before 5.00 pm on Friday, 11th September, 2015.

4. A Member can opt for only one mode of voting, i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.

5. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

(A) In case of Members receiving the Postal Ballot Form by E-mail:

(i) Open e-mail and open PDF file viz; BHARATI e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:
(iii) Click on"Shareholder - Login".
(iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click" Login"
(v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.

Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of "e-Voting" opens. Click on"e-Voting: Active E-voting Cycles".

(vii) Select "EVEN"(Electronic Voting Event Number) of BHARTI SHIPYARD LIMITED.

(viii) Now you are ready for e-Voting as"CastVote"page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at info@bharatishipyard.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Members receiving Postal Ballot Form by Post:

(I) User ID and initial password is provided at Sr. No. (6) (7) of the Postal Ballot Form.

(ii) Please follow all steps from Sr. No. A (ii) to A (xii) above, to cast your vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

(D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com.You can also send your queries / grievances relating to e-voting to the e-mail ID:- vgkrishna@bharatishipyard.com

(E) Members can cast their vote online from 9.00 am of 12th August, 2015 till 5.00 pm of 11th September, 2015. E-voting shall be disabled by NSDL at 5:00 pm on Friday, 11th September, 2015.

STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

FOR ITEM NO. 1

The Company, is currently, engaged in the shipbuilding business.

With a view to diversify, the company proposes to undertake business of manufacture of Warships and Defence Equipments. The Company has obtained Industrial license under the IDR Act for manufacture of Defence Warships.

As the Government of India has an ambitious plan for indigenization of the Indian Defence Sector, this will be a good prospective line of business.

In order to enable the company to participate in and take advantage of business opportunities being thrown open due to policies of Government of India to allow private sector companies to supply

defence equipments and facilities to the Ministry of Defence and armed forces of the country, it is felt necessary to carry the proposed alteration to the main Objects clause of the Memorandum of Association of the Company. It is required to alter Objects Clause of the Memorandum of Association of the Company so as to include the said Objects in it.

In terms of Section 110 of the Companies Act 2013 read with the Companies (Management & Administration)Rules, 2014 the approval of members by way of special resolution is sought through postal ballot mechanism for alteration of the Objects Clause of the Memorandum of Association of the Company, in terms of Section 13 of the Act and for carrying on the said business set out in the proposed resolution at Item No.1 of the accompanying Notice.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for the inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. and 1:00 p.m. up to the last date for receiving the postal ballot forms.

The resolution as mentioned in Item No. 1 of the Notice is recommended for your approval through Postal Ballot by the Board of Directors.

That none of the Directors, Managers, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholdings in the Company.

FOR ITEM NO. 2

In order to reflect the nature of business activities of the Company, in its name, it is deemed appropriate to change the name of the company from BHARATI SHIPYARD LIMITED to BHARATI DEFENCE AND INFRASTRUCTURE LIMITED. The amendment is consequential in nature.

The Registrar of Companies has made available the name BHARATI DEFENCE AND INFRASTRUCTURE LIMITED' for change of name of the company. A copy of the letter of Registrar of Companies, making the name available is available for inspection at the Registered Office of the Company on all working days (except Saturdays) between 11:00 a.m. and 1:00 p.m. up to the last date for receiving the postal ballot forms.

Necessary Resolution as required under Section 13 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, is therefore proposed at item no. 2 in the accompanying notice.

The resolution as mentioned in Item No. 2 of the Notice is recommended for your approval through Postal Ballot, by the Board of Directors.

That none of the Directors, Managers, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholdings in the Company.

FOR ITEM NO. 3 & 4

That consequent upon the proposed amendment to the Main Objects Clause of the Memorandum of Association of the Company, and the proposed change in the name of the Company, it is necessary to amend the Memorandum and Articles of Association of the Company, to reflect the new name of the Company, at appropriate places/clauses/articles therein.

The resolutions recommended at Item No.3 & 4 of the accompanying notice are consequential in nature.

The resolutions as mentioned in Item No. 3 & 4 of the Notice are recommended for your approval through Postal Ballot, by the Board of Directors.

That none of the Directors, Managers, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholdings in the Company.

Registered Office
302, Wakefield House, 3rd Floor
Sprott Road, Ballard Estate, Mumbai 400 001.

CIN: L61100MH1976PLC019092
Tel: +91 22 49666500
Fax: +91 22 49666549/49666550
Email: info@bharatishipyard.com
Website: www.bharatishipyard.com

By Order of the Board of Directors
For Bharati Shipyard Limited

Sd/-
V. Gopalakrishnan
President (Finance) & Company Secretary

Date: July 31st 2015

BHARATI SHIPYARD LIMITED
(CIN:L61100MH1976PLC019092)
Registered office: 302, Wakefield House, Sprott Road, Ballard Estate, Mumbai – 400 001
Email: info@bharatishipyard.com Website:.www.bharatishipyard.com Tel: +91 22 49666500 Fax : +91 22 49666549/550

Sr. No.

POSTAL BALLOT FORM

(1) Name and Registered Address of the Sole/First named Member :

(2) Name(s) of the Joint Holder(s) (if any) :

(3) Registered Folio No./ DP ID No. and Client ID No.* (*Applicable to members holding shares in dematerialized form) :

(4) Number of Equity Share(s) held :

:

(5) I/ We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the business enumerated in the Notice dated 31st July, 2015 by conveying my/our assent or dissent to the said resolutions by placing a tick mark (✓) at the appropriate box below.

Item No.	**No. Brief Description of the resolution.**	**No of Shares**	**(FOR)** **I/We assent to the Resolution**	**(AGAINST)** **I/We dissent to the Resolution**
1	**Special Resolution** under Section 13 of the Companies Act, 2013 in respect of Alteration of Object Clause of the Memorandum of Association			
2.	**Special Resolution** under Section 13 and 14 of the Companies Act, 2013 for Change in the Name of the company			
3	**Special Resolution** under Section 13 of the Companies Act, 2013 for alteration of Memorandum of Association of the Company due to change in the Name of the Company.			
4	**Special Resolution** under Section 14 of the Companies Act, 2013 for alteration of Articles of Association of the Company due to change in the Name of the Company.			

Place:
Date:

_____
Signature of the Member

ELECTRONIC VOTING PARTICULARS
(Applicable for Individual Members only)

EVEN (Electronic Voting Event Number)	**USER ID**	**Password**

Note:
1. Please read the instructions printed overleaf before exercising your vote.
2. Last date for receipt of Ballot Form by the Scrutinizer: 11/09/2015 before 5:00 p.m.

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. U.A. Patel of Mumbai, an Advocate, not later than the close of working hours 5.00 p.m. on 11th September 2015. For this purpose, a self-addressed prepaid envelope is enclosed. The envelope bears the name and address of the Scrutinizer i.e The Scrutinizer, Bharati Shipyard Limited, 302, Wakefield House, Sprott Road, Ballard Estate, Mumbai – 400 001. However, envelopes containing the Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member, will also be accepted.

2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.

3. For shares held by companies, bodies corporate, trusts, societies, etc. the duly completed Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).

4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (V) mark in the column provided for assent/dissent.

5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 31st July, 2015 ("Cut Off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners. Voting right in postal ballot / E-voting cannot be exercised by a proxy.

6. Duly completed Forms should reach the Scrutinizer not later than the close of working hours 5.00 p.m. on 11th September, 2015. Ballot Forms received after 11th September, 2015 will be strictly treated as if the reply from the Members has not been received.

7. A member seeking duplicate Ballot Form or having any grievance pertaining to the Ballot porcess can write to the Company's Registrars - Intime India Private Limited, the Registrar and Share Transfer Agents of the Company at C-13, Pannalal Silk Mils Compound, L.B.S.Marg, Bhandup (west) Mumbai - 400078, or to the e-mail ID Evoting@linkintime.co.in. However, the duly filled in and signed duplicate Forms should reach the scrutinizer not later than the date specified at Sr. No. 6 above.

8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.

9. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.

10. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Ballot Form except giving their assent or dissent and putting their signature.

11. The results of the voting shall be declared on 15th September, 2015 at the Registered Office of the Company and displayed on its website www.bharatishipyard.com and communicated to the Stock Exchanges where the Company is listed, viz. The Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

12. Members may address any query to Mr. V. Gopalakrishnan – President (Finance) & Company Secretary, at the Registered Office of the Company, Tel. No.022- 49666523 Fax No.022-49666549 or by e-mail to vgkrishna@bharatishipyard.com.